

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of Montreal, as Agent		08/09/2011	Chartered Bank: CANADA
RECEIVING PARTY DATA			
Name:	Nobel Learning Communities, Inc.		
Street Address:	1615 West Chester Pike		
City:	West Chester		
State/Country:	PENNSYLVANIA		
Postal Code:	19382		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	2480869	CAMP ZONE	
Registration Number:	1977395	CHESTERBROOK ACADEMY	
Registration Number:	1977394	CHESTERBROOK ACADEMY CA	
Registration Number:	3120496	DESTINATION ADVENTURE	
Registration Number:	3162110	EXTREME ADVENTURES	
Registration Number:	3028581	FRED	
Registration Number:	3160599	KINDERGARTEN KICKOFF	
Registration Number:	3002015	MERRYHILL SCHOOL	
Registration Number:	3001574	MERRYHILL SCHOOLS	
Registration Number:	2755801	PALADIN ACADEMY	
Registration Number:	3220962	THE HONOR ROLL SCHOOL	
Registration Number:	1859023	THE ROCKING HORSE CHILD CARE CENTER	
Registration Number:	1497155	M.C.S. EST.-1949	
Registration Number:	1498080		

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TRADEMARK
 REEL: 004627 FRAME: 0413

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Registration Number:	1481106	MERRYHILL COUNTRY SCHOOL
Registration Number:	2413289	LDLEARNING.COM
Serial Number:	78599395	IAM
Serial Number:	78397364	INSPIRATION . . . MOTIVATION . . . EDUCATION
Serial Number:	78776244	LINKS TO LEARNING

CORRESPONDENCE DATA

Fax Number: (312)803-5299

Phone: (312) 845-3430

Email: kalwa@chapman.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Richard Kalwa

Address Line 1: 111 West Monroe Street

Address Line 2: Chapman and Cutler LLP

Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	1961408
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NAME OF SUBMITTER:	Richard Kalwa
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Signature:	/richard kalwa/
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Date:	09/21/2011
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Total Attachments: 4
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RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL

WHEREAS, pursuant to that certain Amended and Restated Trademark Collateral Agreement, dated June 6, 2008 (the "*Trademark Collateral Agreement*"), recorded in the United States Patent and Trademark Office on June 16, 2008 at Reel 3796, Frame 0441, **Nobel Learning Communities Inc.** ("*Releasee*"), a Delaware corporation, granted to **Bank of Montreal** ("*Releasor*"), a Canadian chartered bank, as administrative agent for the Secured Creditors (as defined in that certain Security Agreement, dated June 6, 2008, by and among Releasee, the other debtors party thereto and Releasor, as amended, modified, supplemented or restated from time to time (the "*Security Agreement*")), a continuing security interest in (i) each trademark, trademark registration and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and (ii) all proceeds of the foregoing, including without limitation, any claim by Releasee against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration or trademark application, in each case together with the right to sue for and collect said damages (collectively, the "*Collateral*"); and

WHEREAS, Releasee has requested and Releasor has agreed to provide a document suitable for recording in the United States Patent and Trademark Office for purposes of recording the release, relinquishment and discharge of its lien on and security interest in the Collateral.

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, the adequacy, receipt and sufficiency of which are hereby acknowledged, Releasor hereby relinquishes, releases and discharges its lien(s) on and security interest(s) in or to, and any and all other rights in the Collateral, and any other trademark, trademark registration and trademark application, that Releasor has, had or could have had pursuant to the Trademark Collateral Agreement or the Security Agreement, and hereby terminates the Trademark Collateral Agreement and the Security Agreement. Releasor hereby further authorizes Releasee to take any and all actions, including filing and recording this document with any and all appropriate governmental authorities, to effect and further document the release made hereby.

IN WITNESS WHEREOF, the Releasor has caused this Release of Security Interest in Trademark Collateral to be duly executed as of August 9, 2011.

BANK OF MONTREAL, as Agent

By: Pauline Christopher
Name: Pauline Christopher
Title: Vice President

SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS

TRADEMARK	APPLICATION NO.	APPLICATION DATE	REGISTRATION NO.	REGISTRATION DATE
CAMP ZONE	75/893,694	1/7/2000	2480869	8/21/2001
CHESTERBROOK ACADEMY	74/612,733	12/19/1994	1977395	5/28/1996
CHESTERBROOK ACADEMY CA & DESIGN	74/612,009	12/16/1994	1977394	5/28/1996
DESTINATION ADVENTURE	78/689,273	8/10/2005	3120496	7/25/2006
EXTREME ADVENTURES	78/689,276	8/10/2005	3162110	10/24/2006
FRED	78/506,259	10/26/2004	3028581	12/13/2005
IAM	78/599,395	3/31/2005		
INSPIRATION... MOTIVATION... EDUCATION	78/397,364	4/6/2004		
KINDERGARTEN KICKOFF	78/568,559	2/16/2005	3160599	10/17/2006
LINKS TO LEARNING	78/776,244	12/19/2005		9/16/2008
MERRYHILL SCHOOL	78/579,116	3/3/2005	3002015	9/27/2005
MERRYHILL SCHOOLS	78/459,665	7/30/2004	3001574	9/27/2005
PALADIN ACADEMY	76/457,185	10/9/2002	2755801	8/26/2003
THE HONOR ROLL SCHOOL	78/928,060	7/12/2006	3220962	3/20/2007
THE ROCKING HORSE CHILDCARE CENTER & DESIGN	74/450,413	10/25/1993	1859023	10/18/1994
M.C.S. EST. 1949 & DESIGN	73/693,738	11/5/1987	1497155	7/19/1988
DESIGN ONLY	73/693,737	11/5/1987	1498080	7/26/1988
MERRYHILL COUNTRY SCHOOL	73/669,310	6/29/1987	1481106	3/15/1988

LDLEARNING. COM	75/783,669	8/24/1999	2413289	12/12/2000
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